

Company number: 06373463

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CARBON GOLD LIMITED

(the "**Company**")

WEDNESDAY



A04 *A9L0NXLE* 30/12/2020 #435
COMPANIES HOUSE

Circulation Date: 29 December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the resolutions below (the "**Resolutions**") be passed as an ordinary resolution of the Company (in the case of resolution 1) and as a special resolution of the Company (in the case of resolution 2):

ORDINARY RESOLUTION

- 1 **THAT**, notwithstanding anything to the contrary in the articles of association of the Company, the directors be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act, in substitution for all existing authorities, to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company with an aggregate nominal value of up to £468,485.83 comprising 46,848,582,932 ordinary shares of £0.00001 each, provided that authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) five years from the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of Resolution 1 above, in accordance with section 570 of the 2006 Act, the Directors be and are hereby generally and unconditionally authorised for a period of 5 years from the date of this Resolution 2 to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the 2006 Act and Article 32 of the Articles did not apply to such allotment and the shareholders hereby

waive all pre-emption rights on issue contained in the Articles in connection with the issue of any equity securities pursuant to the authority conferred in Resolution 1 above.

Please read the Notes below before signifying your agreement to the Resolutions set out above.

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the undersigned, being the eligible member of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions.

Signed by **CRAIG SAMS**

} 
Signature

Signed by **VENEARTH FUND LLC**

} _____
Signature

Signed by **AL YASRA INVESTMENT COMPANY LIMITED**

} _____
Signature

Signed by **SUSAN RAWLINGS**

} _____
Signature

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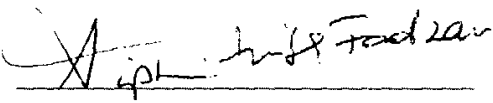
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Signed by **VENEARTH FUND LLC**

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Signature

Signed by **AL YASRA INVESTMENT COMPANY LIMITED**

} _____
Signature

Signed by **SUSAN RAWLINGS**

} S. Rawlings
Signature

Notes

- 1 *This Written Resolution has been sent to eligible members who would have been entitled to vote on the Resolutions on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf should sign these Resolutions).*
- 2 *An eligible member can signify his or its agreement to the Resolutions contained within this Written Resolution by signing the Written Resolution and by either delivering a copy of the signed Written Resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary at the registered office address of the Company.*
- 3 *You may not revoke your agreement to the Written Resolution once you have signed and returned the Written Resolution to the Company.*
- 4 *If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.*
- 5 *The Written Resolution is passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for a special resolution is eligible members representing not less than 75% of the total voting rights of eligible members.*
- 6 *The Written Resolution must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 of the 2006 Act). If this Written Resolution is not passed by such date then it will lapse.*
- 7 *Any signed Written Resolution received by the Company after the date falling 28 days after the circulation date stated overleaf will not be counted in determining whether the Resolutions are passed.*